

9-114A029

#13

Rec. No 13337-A

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
RICHARD N. BAGENSTOS  
JAMES C. MARTIN, JR.\*

\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN MARYLAND

OF COUNSEL  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEX  
440367 A AND A

TELEFAX  
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RECORDATION 13337-A

FILED 1425

APR 24 1989 - 12:40 PM

April 24, 1989

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

ICC Washington, D. C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed original copies of a Supplemental Equipment Trust Agreement dated April 7, 1989, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Equipment Trust Agreement (Series L) dated December 1, 1981, which was duly filed and recorded on November 25, 1981 at 3:20 p.m. and assigned Recordation Number 13337.

The names and addresses of the parties to the enclosed document are:

Company: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045

Trustee: The Bank of New York  
21 West Street  
New York, New York 10015

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit "A" attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

APR 24 12 31 PM '89  
ACTION OPERATING UNIT

C. T. Kappler

C. J. Overly

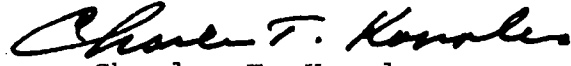
Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
April 24, 1989  
Page Two

Kindly return two (2) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Supplemental Equipment Trust Agreement dated April 7, 1989 between ACF Industries, Incorporated and The Bank of New York, Trustee, covering six covered hopper cars and four tank cars.

Very truly yours,

  
Charles T. Kappler

Enclosures

EXHIBIT "A"

Description of Substituted Equipment

<u>Car Initial And Number</u>	<u>AAR Mechanical Designation Code</u>	<u>Placed In Service</u>	<u>Cost</u>	<u>Cost Less 1/20th Each Year In Service</u>	<u>Fair Value</u>	<u>Value</u>
ACFX 41825	C214	11/88	\$ 50,320	\$ 50,320	\$ 50,320	\$ 50,320
" 41826	"	"	50,320	50,320	50,320	50,320
" 41827	"	"	50,320	50,320	50,320	50,320
" 41828	"	"	50,320	50,320	50,320	50,320
" 41831	"	"	50,320	50,320	50,320	50,320
" 41835	"	"	50,320	50,320	50,320	50,320
" 72537	T106	7/88	48,220	48,220	48,220	48,220
" 77491	T564	2/89	54,449	54,449	54,449	54,449
" 77492	"	"	54,449	54,449	54,449	54,449
" 77493	T564	2/89	54,449	54,449	54,449	54,449
			<u>\$513,487</u>	<u>\$513,487</u>	<u>\$513,487</u>	<u>\$513,487</u>

Interstate Commerce Commission  
Washington, D.C. 20423

4.24.89

OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord & Alvord  
918 16th St. N.W.  
Washington, D.C. 20006

Dear: Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4.24.89 , at 12:40pm , and assigned recordation number(s). 13337-A & 13337-B

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION NO.

13337-A

FILED 1485

APR 24 1989 - 12 40 PM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED  
EQUIPMENT TRUST AGREEMENT SERIES "L"

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SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

DATED APRIL 7, 1989

BETWEEN

THE BANK OF NEW YORK

AND

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated April 7, 1989, between The Bank of New York, a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the "Trustee", and ACF Industries, Incorporated, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the "Company"):

WHEREAS, by a certain Equipment Trust Agreement dated December 1, 1981 (hereinafter called the "Agreement") between the Trustee and the Company, there was constituted ACF Industries Equipment Trust, Series "L", pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the Request of the Company, pursuant to Section 5.06 of the Agreement, the Trustee has assigned and transferred to the Company certain units of the Trust Equipment specifically described in the Agreement and simultaneously therewith the Company has conveyed to the Trustee Equipment (as defined in the Agreement) described in said Request and in Exhibit "A" hereto (hereinafter called the "Substituted Equipment"), and has delivered to the Trustee an Engineer's Certificate and an Officers' Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to, and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substituted Equipment, all in like manner as provided in Section 5.06 of the Agreement; and

WHEREAS, Sections 5.03 and 5.06 of the Agreement contemplate that upon such transfer and vesting of title, the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment:

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

The Company, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Trustee, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, hereby conveys to the Trustee the Equipment described in Exhibit "A" attached hereto to be included as part of the Trust Equipment subject to all the terms and conditions of the Agreement, and such Equipment shall be deemed part of the Trust Equipment subject to all the terms and conditions of the Agreement in all respects as though it had been part of the original Trust Equipment. The capitalized terms used herein shall have the respective meanings as are assigned to them in the Agreement.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers hereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

THE BANK OF NEW YORK, Trustee

By: 

Assistant Vice President

(Seal)

Attest:

By: 

ACF INDUSTRIES, INCORPORATED

By: 

President

(Seal)

Attest:

By: 

Assistant Secretary

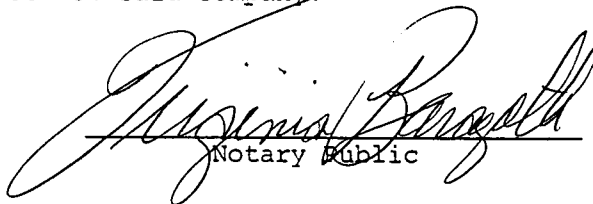
EXHIBIT "A"

Description of Substituted Equipment

<u>Car Initial And Number</u>	<u>AAR Mechanical Designation Code</u>	<u>Placed In Service</u>	<u>Cost</u>	<u>Cost Less 1/20th Each Year In Service</u>	<u>Fair Value</u>	<u>Value</u>
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" 77493	T564	2/89	54,449	54,449	54,449	54,449
			<u>\$513,487</u>	<u>\$513,487</u>	<u>\$513,487</u>	<u>\$513,487</u>

STATE OF NEW YORK     )  
                              ) ss:  
COUNTY OF NEW YORK    )

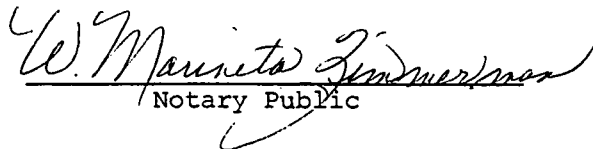
On this 14 day of April, 1989, before me personally  
appeared T. A. BURRELL, to me personally known, who, being  
by me duly sworn, says that (s)he is Assistant Vice President  
of The Bank of New York, that one of the seals affixed to the foregoing  
instrument is the corporate seal of said company, that said instrument was  
signed and sealed on behalf of said company by authority of its Board of  
Directors and (s)he acknowledges that the execution of the foregoing  
instrument was the free act and deed of said company.

  
Notary Public

My commission expires:  
**VIRGINIA BARAZOTTI**  
Notary Public, State of New York  
No. 41-4734647  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires Nov. 30, 1989

STATE OF MISSOURI     )  
                              ) ss:  
COUNTY OF ST. LOUIS    )

On this 7th day of April, 1989, before me personally  
appeared James J. Unger, to me personally known, who, being  
by me duly sworn, says that (s)he is President  
of ACF Industries, Incorporated, that one of the seals affixed to the fore-  
going instrument is the corporate seal of said corporation, that said  
instrument was signed and sealed on behalf of said corporation by authority  
of its Board of Directors and (s)he acknowledges that the execution of  
the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My commission expires:  
**W. MARINETA ZIMMERMAN**  
NOTARY PUBLIC STATE OF MISSOURI  
ST. CHARLES COUNTY  
MY COMMISSION EXP. APR. 7, 1990  
ISSUED THRU MISSOURI NOTARY ASSOC.